**Westgrove ~~Pumphouse Association for Canine Kindness~~ PACK LLC By-Laws**

**Article I – NAME**

The name of the organization shall be ~~“Westgrove Pumphouse Association for Canine Kindness”~~ Westgrove PACK LLC or simply Westgrove PACK.

**Article II – PURPOSE**

The purpose of the organization is to support, protect, develop and sustain the Westgrove Park Off Leash Dog Area (referred to as the Westgrove Dog Park or, “the Park”) based on the users’ needs and desires in cooperation with the Fairfax County Park Authority (FCPA) and to ensure that Westgrove Dog Park continues to be an asset for the community.

**Article III – MEMBERSHIP**

Section 1: Westgrove Dog Park is a public facility, and all dogs and their handlers are welcome but they must abide by posted rules of the Fairfax County Park Authority. General park membership is automatically conferred upon all users of the park.

Section 2: ~~General membership is automatically conferred upon all users of the Park.~~ Membership in the Westgrove PACK is conferred upon individuals paying annual dues. Members of the PACK are encouraged to participate in ~~quarterly~~ general meetings and to make their voices heard on matters affecting park operations and maintenance.

Section 3: Voting ~~membership~~ is open to any individual whose dues are paid in full and defines a voting member.

Section 4: ~~Voting Membership~~ Annual dues are ~~$20 per calendar year~~ set by the Board and approved by membership at the annual meeting.

Section 5: Each ~~voting~~ member has one vote.

Section 6: The ~~Membership Committee~~ Board may waive the ~~voting~~ membership dues in cases of financial need; however, the prospective ~~voting~~ member must apply in writing~~, and the Membership Committee must approve the application before the next general meeting~~.

**Article IV – BOARD OF DIRECTORS (referred to as “the Board”)**

Section 1: The Board is responsible for overall policy and direction of the PACK and consists of between six and nine members – Chair, Vice Chair, Treasurer, Secretary, Operations Director, Membership and Fundraising Director, and one to three at-large members.

Section 2: Duties of Board Members:

Chair: The Chair prepares and distributes meeting agendas, conducts meetings, and facilitates discussion and flow of information to members. The Chair is the primary spokesperson of the PACK, particularly in discussions with FPCA.

Vice Chair: The Vice Chair assists the Chair in performance of his/her duties. Should the Chair be unable to perform his/her duties, the Vice Chair shall assume those duties.

Treasurer: The Treasurer is responsible for preparation of all legal documents including ~~quarterly and annual~~ financial statements and all required government filings. The Treasurer assists in development of the PACK budget, ~~chairs the Finance Committee,~~ keeps track of all revenues, and disburses funds according to the approved budget.

Secretary: The Secretary maintains records of all Board and general meetings.

Operations Director: The Operations Director is responsible for all operations including, but not limited to, grounds maintenance and capital improvements.

Membership and Fundraising Director: The Membership and Fundraising Director is responsible for maintaining the list of voting members, recruiting new members, and raising funds for operations and capital improvements.

At-large members assist in the management of the organization and perform other duties as determined by the Chair in concert with the Board.

Section 3: Members of the Board are elected by voting members of the PACK at the October general meeting. Only voting members may be elected to hold Board positions.

Section 4: All Board members serve two-year terms and are eligible for re-election. Elections for the Chair, Secretary, Treasurer, and Membership and Fundraising Director will be held in even years, and elections for the Vice Chair, Operations Director, and the at-large members will be held in odd years.

Section 5: Any member of the Board may be removed by one of two methods: 1) a two-thirds vote of the voting members in attendance at a general meeting, or 2) a two-thirds vote of the Board~~, i.e. a vote to remove by six or more Board members~~. Persons removed from the Board continue to be voting members of the organization if they are otherwise in good standing.

Section 6: In the event of a vacancy on the Board, the remaining members of the Board shall appoint an interim member from the membership of the organization and shall provide notice of the vacancy and the interim appointment to the members. At the next regularly scheduled ~~quarterly~~ general meeting, the voting members shall elect a permanent replacement to serve the remainder of the vacated term; however, if the vacancy occurs less than 30 days prior to a ~~quarterly~~ general meeting, the Board may defer the replacement election to the following ~~quarterly~~ general meeting. Replacement elections shall be held using the same procedures as regular annual elections.

Section 7: No member of the Board may receive any compensation from the organization for Board service.

**ARTICLE V – VOTING**

Section 1: The normal manner of voting at all meetings will be a voice vote. Any ~~voting~~ member in attendance may request a roll-call vote; however, that request must be made immediately after the Chair announces the result of a voice vote, before the next item of business is taken up, and must be seconded by a show of hands of at least 20% of the voting members in attendance at the meeting. If a roll-call vote is properly requested and sufficiently seconded, the Secretary will call the names of voting members in attendance ~~in person~~ or ~~by~~ with a proxy submitted to the Membership and Fundraising Director and ~~they~~ the attendee or proxy holder shall respond verbally.

Section 2: Elections of Board Members and approval of the annual budget will be held by a combination of in-person and ~~absentee voting~~ proxy votes. ~~The Board may also submit any other proposal for absentee voting. The Board determines the means and procedures used for absentee voting; however, the means chosen must allow Voting Members to vote from their homes and must produce a list showing who voted and how they voted. Absentee voting must be open for at least 10 days and must close three days prior to in-person voting. Any voting member may view the complete list of absentee votes upon request.~~ Proxies must be signed permission slips including the name and signature of the absentee voter, the name of the person holding the proxy, and the date of the general meeting or an email containing the same information. This proxy must be presented to the Membership and Fundraising director before voting commences. Items and amendments introduced at the meeting are not eligible for proxy voting.

Section 3: Persons wishing to be included as candidates for election to the ~~Board in absentee voting~~ must notify the Membership and Fundraising Director not later than 21 days prior to a scheduled election. The Membership and Fundraising Director verifies that the candidate is a Voting Member in good standing, communicates the names of the candidates to the Voting Members by email communication, and posts the names in the park kiosk ~~prior to the start of absentee voting. Candidates who submit their names after the absentee voting deadline will be eligible for in-person voting only~~.

~~Section 4: If no candidate receives a majority of the votes cast in a Board Member election, a run-off is immediately held between the two candidates with the most votes. Voting in a run-off is by in-person voting only.~~

~~Section 5: If a seat on the Board becomes vacant during a general meeting, the Board may conduct an immediate election for the vacant seat by in-person voting only.~~

Section ~~6~~ 4: If the annual budget or any other proposal submitted for a combination of in-person and ~~absentee~~ proxy voting fails to be approved, amendments proposed by Voting Members in attendance at the meeting will be proposed and voting on amendments and final passage will be by in-person voting only.

Section ~~7~~ 5: Voting members may designate a proxy to cast their vote by sending an email to the Membership and Fundraising Director during the two week period prior to a vote. Proxies are not transferrable and expire at the end of the meeting for which they are given. No person may hold more than five proxies. ~~Proxies may be rejected by a two thirds majority vote of the Board if the veracity of the proxy is in question. All reasonable efforts shall be made to verify the proxy prior to rejection by the Board. Proxy votes may be cast on any question submitted for in-person voting~~.

~~Section 8: The Board may make emergency decisions on policy matters without consultation with the voting members. The Board may also, without consultation with voting members 1) reprogram costs totaling up to 10% of the approved budget, and 2) incur new costs not included in the approved budget not to exceed the lesser of 10% of the budget or $500. Such decisions may be made with a simple majority of the Board but must obtain approval of the voting membership within 30 days of the decision either though in-person or absentee voting. Emergencies shall be limited to only those things absolutely necessary for the continued operation of the Park and may not be used to circumvent the normal voting~~

~~process. Board emergency voting results can be overturned by a two thirds vote at the next general meeting.~~

**ARTICLE VI – COMMITTEES**

Section 1: ~~Standing committees are established for the following functions: (a) Operations, (b) Membership and Fundraising, and (c) Finance.~~

~~Section 2: The Board establishes ad hoc committees to address emerging needs at their discretion.~~

~~Section 3: Committee members may be removed with a recommendation from the Committee Chair and a two thirds majority vote of the Board.~~ The Board establishes ad hoc committees to address emerging needs at their discretion.

**ARTICLE VII – MEETINGS**

Section 1: Meetings of the general and voting memberships.

1. General meetings are held ~~quarterly~~ at least twice a year and not more than quarterly. Additional meetings of the general and voting memberships may be called at the discretion of the Board or upon petition of 10% of the voting membership.
2. All meetings of the general and voting memberships will be announced at least 30 days in advance via email communications and posting of said meeting notice at the Park kiosk.
3. ~~Meeting announcements will include~~ ~~a~~ A proposed agenda and information about elections, votes on amending the bylaws and/or other matters to be voted upon will be publicized before all general meetings. Publicized agenda items are eligible for in-person or proxy voting. Items proposed as New Business or amendments are not eligible for proxy voting.
4. Robert’s Rules of Order shall govern meetings.

v.Meeting notes are prepared by the Board Secretary and posted on the PACK website no later than 14 days after the meeting.

Section 2: Meetings of the PACK Board

i. The PACK Board meets bimonthly with a quorum of no fewer than ~~five~~ 2/3 of the Board members rounding down.

ii. All Board meetings are open to PACK members. However, the Board Chair reserves the right to convene special executive sessions.

iii. Meeting notes are prepared by the Board Secretary and posted on the PACK website no later than 14 days after the meeting.

**ARTICLE VIII – FINANCES**

Section 1: Revenues including, but not limited to, donations, ~~sales~~, in-kind contributions, and membership fees, shall be used for operations, promotion or improvements to the Park which have been approved by the Board, the voting membership and coordinated with the FCPA.

Section 2: Members of the Board have a fiduciary obligation to ensure that the funds of the organization are managed according to these Bylaws.

Section 3: The fiscal year of the organization runs from January 1 through December 31.

Section 4: All funds received by the organization will be turned over to the Treasurer or his/her designee, who promptly deposits those funds in a bank approved by the Board. No funds may be drawn from the organization's accounts except ~~by a check signed by~~ on the authority of both the Treasurer and the Chair or one additional Board member.

Section 5:  The Board may make emergency decisions on policy matters without consultation with the voting members. The Board may also, without consultation with voting members, 1) reprogram costs totaling up to 10% of the approved budget, 2) incur new costs not included in the approved budget not to exceed the lesser of 10% of the budget or $500. Emergencies shall be limited to only those things absolutely necessary for the continued safe operation of the Park and may not be used to circumvent the normal voting process.

Section ~~5~~ 6: The Board shall have no power which subjects the organization to any debt beyond the amount of available funds.

Section ~~6~~ 7: The ~~Finance Committee~~ Treasurer will draft an annual budget for review by the Board no later than thirty days prior to the beginning of the fiscal year. The budget will be posted on the PACK website by January 1 and submitted for approval by the general membership at the first quarterly meeting of the fiscal year.

~~Section 7: No funds may be spent by the organization except in conformity with the approved budget; however, in cases of emergency, the Board may, without initial consultation with voting members 1) reprogram costs up to 10% of costs included the approved budget, and 2) incur new costs not included in the approved budget not to exceed the lesser of 10% of the budget or $500. The Board but must obtain approval of the voting membership within 30 days of the decision either though in-person or absentee voting. Emergencies shall be limited to only those things absolutely necessary for the continued operation of the Park and may not be used to circumvent the normal voting process.~~

Section 8: The financial reports of the organization ~~are~~ will be posted on the organization’s website within 30 days of the end of each quarter.

**ARTICLE IX – CONFLICT OF INTEREST ~~OF BOARD MEMBERS~~**

The purpose of the conflict of interest policy is to protect the PACK’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

It is the responsibility of every Board member to provide undivided faithfulness in making decisions affecting the Westgrove PACK. To this end, no member of the Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation on the PACK Board of Directors. In addition, each individual shall disclose to the Board any personal interest that he or she may have in any issue pending before the Board and shall refrain from participation in any decision on such matter.

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member’s response and making further investigation as warranted by the circumstances, the Board determines the member failed to disclose an actual or possible conflict of interest, it will take appropriate corrective action and inform the voting members.

**~~ARTICLE X – RATIFICATION~~**

~~Section 1: The Bylaws become effective upon the approval of a majority of the attendees at a general membership meeting to be held not later than January 31, 2015.~~

~~Section 2: Notwithstanding any other provision of these Bylaws, the first “special election” under these Bylaws will be held no later than March 31, 2015, at an elections special meeting called by the existing Board.~~

~~Section 3: A special election for all Board positions will be held at the 2015 elections special meeting.~~

~~Section 4: The Vice Chair, Operations Director, and the at-large Board members elected at the 2015 special election meeting shall serve until the October, 2015 general meeting. The Chair, Membership and Fundraising Director, Secretary, and Treasurer elected at the 2015 special election meeting shall serve until the October, 2016 general meeting.~~

~~Section 5: The existing Board will submit a budget for the 2015 fiscal year for approval no later than the 2015 special election meeting.~~

~~Section 6: Persons wishing to vote at the 2015 elections special meeting must pay their 2015 annual dues prior to voting.~~

~~Section 7: This Article shall be struck from the Bylaws after the October 2015 general meeting and Board elections have occurred.~~

**ARTICLE XI – AMENDMENTS**

These bylaws may be amended by a majority vote of the voting membership in accordance with Article V- Voting at a ~~quarterly~~ general meeting or another meeting established for that purpose, provided that the details of the proposed amendment(s) have been made public at least 30 days prior to said meeting.

**ARTICLE XII – DISSOLUTION**

The PACK may be dissolved only with authorization by its Board given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the members in attendance at a general meeting. Upon dissolution, all remaining assets of the PACK, after payment in full of all debts and final expenses, shall be distributed to ~~the Fairfax County~~ a Westgrove Site Project, or the Park Authority, Park Foundation or other like organization.